

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
Southern District of California

In re SIMO HOLDINGS, INC., a California corporation,
 Debtor

Case No. 11-02898Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	12,239,436.19		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	2		5,264,259.72	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		222,426.10	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	44		13,262,588.36	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	Yes	1			0.00
J - Current Expenditures of Individual Debtor(s)	Yes	1			0.00
Total Number of Sheets of ALL Schedules		60			
Total Assets			12,239,436.19		
Total Liabilities				18,749,274.18	

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898Debtor**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
7065 Zephyr Dr. NW Concord, NC 28027 Industrial building	Tenants in Common (50%)	-	Unknown	2,020,784.30

Sub-Total > 0.00 (Total of this page)

Total > 0.00

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898Debtor**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Petty Cash	-	1,572.78
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		California Bank & Trust Checking Account No. 9041	-	37.97
		California Bank & Trust Marketing Account No. 8741	-	1.00
		Ford Advantage MM Interest Account No. 5227	-	23,725.62
		California Bank & Trust Payroll Zero Balance Account No. 8901	-	0.00
		California Bank & Trust Executive Payroll Zero Balance Account No. 8821	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Attachment B-3	-	99,807.67
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			

Sub-Total > 125,145.04
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		97.75% (39,100,000 shares of common stock) of No Fear Retail Stores, Inc	-	Unknown
		100% (40,000,000 shares of common stock) of No Fear MX, Inc.	-	Unknown
		50% (29,800,000 shares of common stock) of No Fear Racing, Inc.	-	Unknown
		1,000,000 ordinary shares (designated 'B' Shares) of the capital of No Fear International Limited	-	Unknown
		51,000 shares of common stock of FMF International, Inc.	-	Unknown
		7,500,000 shares of common stock of Gatorz Inc.	-	Unknown
		52% ownership of No Fear Racing, Inc.	-	Unknown
		50% ownership of No Fear International Limited	-	Unknown
		50% ownership of FMF International, Inc	-	Unknown
		Approx. 17.5% of Gatorz, Inc.	-	Unknown
14. Interests in partnerships or joint ventures. Itemize.	X			

Sub-Total > 0.00
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		See Attachment B-16	-	1,953,541.13
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Aged Accounts Reveivables sent to collection	-	21,177.19
22. Patents, copyrights, and other intellectual property. Give particulars.		Rights to the trademarks SO CAL, FEARLESS and NO CAL (together with certain stylized depictions of the foregoing), including certain registrations in the United States Patent and Trademark Office relating to such trademarks. Ownership, subject to the rights of third parties under licenses to use certain of the trademarks. Estimated valuation is approximately \$10 million.	-	10,000,000.00
23. Licenses, franchises, and other general intangibles. Give particulars.		License Rights: rights as licensee under miscellaneous business software licenses	-	Unknown

Sub-Total > 11,974,718.32
(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

Simo Holdings, Inc.
Attachment to Schedule B-16

Customer	Customer Name	Balance	
40003	4 WHEEL PARTS AND ACCESSORIES	\$	1,062.64
BE0014	SURFER MONKEY, dba	\$	7,553.93
BL0002	BLACK FLY'S INC	\$	1,373.12
CA0024	CAMPOS CASUALS	\$	660.15
CA0033	CALENDAR HOLDINGS LLC	\$	1,600.89
D0162	MOTO SCOOTER RACING	\$	142.00
DA0002	DALE'S SWIM SHOP	\$	1,092.88
DI0013	DIECAST PLAYCARS & FABRICATION	\$	368.72
DI0015	DIE HARD FANS, INC.	\$	8,224.71
FA0005	FACTORY MOTORSPORTS	\$	819.54
FA0008	FACTORY EDGE INC	\$	1,729.25
FI0006	FIGHTERS CORNER LLC	\$	506.00
FM0002	FMF INTERNATIONAL INC	\$	73,573.05
FU0007	FURIOUS FIGHT SHOP	\$	2,572.57
GA0004	GATORZ, INC.	\$	51,298.96
GM0001	XTREME CLOTHING	\$	6,962.47
HA0008	HARBOR CLOTHING	\$	912.60
IS0001	ISLANDER SPORTSWEAR LLC	\$	528.00
J0206	JCOR COMMUNICATION SOLUTIONS	\$	2,927.89
KH0001	KHOA PHONG DOAN	\$	26,647.97
M0587	MISSION BEACH SURF AND SKATE	\$	11,347.59
MO0006	MOTO LOCO	\$	586.11
N0176	JIDO & JUNIAR, INC	\$	3,843.84
P0262	PRO MOTORSPORTS	\$	30,098.00
P0352	PARADOX MOTORSPORTS	\$	3,581.88
PA0015	PALA RACEWAY	\$	9,596.53
PR0008	PRIMA FREE TRADE/KOKO DOG'Z	\$	50.00
RA0004	RAVE X	\$	1,060.85
RI0013	RIPLEY'S WILD ZONE	\$	2,900.00
RO0006	ROCK YOUR WORLD	\$	1,214.16
RS0003	RSR JAGUAR	\$	4,367.54
RT0002	RTX MOTORSPORTS	\$	3,367.86
S0376	MOMENTUM, dba	\$	3,020.70
S0691	STEVES ATV SERVICE	\$	4,943.93
SH0012	SHIRTIQUE STOCKTON	\$	8,885.34
SK0007	ILLICIT WEAR, dba NO FEAR	\$	220,848.48
TA0003	TANNING CABANA INC.	\$	332.77
TH0006	THE SHOP	\$	3,876.71
TO0014	TOP SOCKS SPORTSWEAR	\$	3,792.85
W0159	WORKING OVERTIME-	\$	71,373.09
		\$	579,645.57
Customer	Customer Name	Balance	
M0262	MX NO FEAR EUROPE	\$	141.96
NO0016	NO FEAR MX INC	\$	73,202.87
NO0018	NO FEAR RETAIL (CORPORATE)	\$	260,570.16
NO0031	NO FEAR RETAIL INC.	\$	1,039,980.57
		\$	1,373,895.56
TOTAL:			\$ 1,953,541.13

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898Debtor**SCHEDULE B - PERSONAL PROPERTY**
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2005 International 4300 Box Van Leased	-	Unknown
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office equipment, furniture and furnishings	-	67,761.33
29. Machinery, fixtures, equipment, and supplies used in business.		Machinery and equipment, including forklift	-	71,811.50
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > 139,572.83
 (Total of this page)
 Total > 12,239,436.19

(Report also on Summary of Schedules)

Sheet 3 of 3 continuation sheets attached
 to the Schedule of Personal Property

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.			February 15, 2011					
AFCO 8885 Rio San Diego Dr Ste 347 San Diego, CA 92108		-	Finance Agreement					
			Value \$ 0.00				35,910.00	35,910.00
Account No.								
Don R. Emler 18033 South Santa Fe Compton, CA 90221		-						
			Value \$ 0.00				802,000.00	Unknown
Account No. xx1718			2005					
Enterprise Fleet Services 6330 Marindustry Dr San Diego, CA 92121-2533		-	Lease 2005 International Box Van					
			Value \$ Unknown				Unknown	Unknown
Account No.								
FMF Racing 18033 South Santa Fe Avenue Compton, CA 90221		-						
			Value \$ 0.00				2,405,565.42	2,405,565.42
Subtotal (Total of this page)							3,243,475.42	2,441,475.42

1 continuation sheets attached

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898Debtor**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B I T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H W J C						
Account No.			February 11, 2011					
Ralph's Sportswear LLC 1225 Rachel Circle Escondido, CA 92026		-	UCC-1 Lien					
			Value \$ 0.00				Unknown	Unknown
Account No.			February 11, 2011					
Silver Triangle Industries Inc 11211 Sorrento Valley Rd Ste 1 San Diego, CA 92121		-	UCC-1 Lien					
			Value \$ 0.00				Unknown	Unknown
Account No. xxxxxx7526			Secured Lien					
SunTrust Bank PO Box 79079 Baltimore, MD 21279-0079	X	-	Commercial building located at 7065 Zephyr Dr. NW, Concord, NC Concord, NC 28027 Industrial building					
			Value \$ Unknown				2,020,784.30	2,020,784.30
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							2,020,784.30	2,020,784.30
Total (Report on Summary of Schedules)							5,264,259.72	4,462,259.72

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/10) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)Taxes and Certain Other Debts
Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No. xxxxx1534				2010					
Cabarrus County Tax Collector 65 Church Street SE Concord, NC 28026-0707				Taxes for real property in Concord, NC				34,130.71	0.00
									34,130.71
Account No. xxxxx5142				Taxes for real property in Concord, NC					
City of Concord Tax Collector PO Box 580473 Charlotte, NC 28258-0473								22,017.80	0.00
									22,017.80
Account No.									
Employment Development Departm Bankruptcy Group MIC 92E P.O. Box 826880 Sacramento, CA 94280-0001								0.00	0.00
Account No.									
Franchise Tax Board Bankruptcy Unit Post Office Box 2952 Sacramento, CA 95812								0.00	0.00
Account No.									
Internal Revenue Service Insolvency I Stop 5022 300 North Los Angeles St., Rm Los Angeles, CA 90012-9903								130,919.97	0.00
								130,919.97	0.00
Subtotal (Total of this page)								187,068.48	56,148.51

Sheet 1 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/10) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)Taxes and Certain Other Debts
Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.									
United States Treasury									35,357.62
								35,357.62	0.00
Account No.									
Account No.									
Account No.									
Account No.									
Subtotal (Total of this page)								35,357.62	0.00
Total (Report on Summary of Schedules)								222,426.10	56,148.51

Sheet 2 of 2 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6F (Official Form 6F) (12/07)

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. 187 Avenue Inc. 22212 Crystal Pond Mission Viejo, CA 92692		-					18,953.00
Account No. 4130 Industries 2585 Fortune Way Suite B Vista, CA 92081		-					5,665.00
Account No. Abro, Inc. 175 Balboa Street Suite A9 San Marcos, CA 92069		-					3,585.04
Account No. Accountants International 111 Anza Boulevard Suite 400 Burlingame, CA 94010		-					2,493.65
Subtotal (Total of this page)							30,696.69

43 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Active U.S.A. 1807 East 48th Place Los Angeles, CA 90058		-					52,079.00
Account No.							
Addicted, Inc. 27 Poplar Street East Rutherford, NJ 07073		-					8,742.00
Account No.							
Adell Ink 11550 Salinaz Garden Grove, CA 92843		-					1,400.00
Account No.							
Admin. Pro 1423 East 11 Mile Road Royal Oak, MI 48067		-					203.30
Account No.							
Advanced Sports dba Jetpilot 2860 California Street Torrance, CA 90503		-					21.58
Sheet no. <u>1</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							62,445.88

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Advanta Business Cards Post Office Box 8088 Philadelphia, PA 19101		-					78.63
Account No.							
Alpha Source 201 West 138th Street Los Angeles, CA 90061		-					2,400.00
Account No.							
Alpinestars 2780 West 237th Street Torrance, CA 90505		-					14,796.04
Account No.							
Ambius, Inc. Post Office Box 95409 Palatine, IL 60095		-					95.07
Account No.							
American Auto Detailing 3016 Azahar Street Carlsbad, CA 92009		-					45.00
Sheet no. <u>2</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							17,414.74

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
American Express		-					24.99
Account No.							
Anasazi Sports, Inc (Five Ten) 731 Monroe Way Placentia, CA 92870		-					34,927.93
Account No.							
Apparel Whiz 1010 North Edward Court Anaheim, CA 92806		-					38,966.86
Account No.							
Aramark Refreshment Services 6335 Mar Industry Drive San Diego, CA 92121		-					159.00
Account No.							
Arche 10122 Rush Street South El Monte, CA 91733		-					2,586.00
Subtotal (Total of this page)							76,664.78

Sheet no. 3 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
AT&T Post Office Box 5019 Carol Stream, IL 60197		-					651.75
Account No.							
AT&T Internet Services Post Office Box 5016 Carol Stream, IL 60197		-					1,024.02
Account No.							
AT&T Long Distance Post Office Box 5017 Carol Stream, IL 60197		-					47.64
Account No.							
Avery Dennison 15178 Collections Center Drive Chicago, IL 60693		-					6,425.79
Account No.							
Banjo Industries, Inc. 11211 Sorrento Valley Road, #1 San Diego, CA 92121		-					108,870.00
Subtotal (Total of this page)							117,019.20

Sheet no. 4 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O U N T Y	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
BB Dakota 17462 Von Karman Avenue Irvine, CA 92614		-					9,660.00
Account No.							
Bed Of Roses Lingerie 10 East 33rd Street 10th Floor New York, NY 10016		-					27,770.65
Account No.							
Benetrac Lockbox No. 100906 Post Office Box 100906 Pasadena, CA 91189		-					520.75
Account No.							
Big Valley Motorsports 2225 Market Street Reno, NV 89502		-					311.68
Account No.							
Bill Zimmerman Ent., LLC Post Office Box 1100 Snowflake, AZ 85937		-					242,747.94
Sheet no. <u>5</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							281,011.02

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Blueberry Book 10530 Whittier Boulevard No. 201 Whittier, CA 90606		-					7,030.41
Account No.							
Boris Said 1437 Point Mountain Escondido, CA 92029		-					189,669.54
Account No.							
Boris Said Consignment 1437 Paint Mountain Escondido, CA 92029		-					123,478.95
Account No.							
Bravado International Group 245 Fifth Avenue Eighth Floor New York, NY 10016		-					2,592.00
Account No.							
Brooks Jucha & Associates 11405 West Bernardo Court San Diego, CA 92127		-					3,142.65
Sheet no. <u>6</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							325,913.55

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898Debtor**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Bull Dog Technologies 2839 Highway 39 American Falls, ID 83211		-					2,621.69
Account No.							
California Apparel News 110 East 9th Street Suite A-777 Los Angeles, CA 90079		-					360.00
Account No.							
Carving Image, LLC 16063 Kaplan Avenue La Puente, CA 91744		-					760.35
Account No.							
Cataria International, Inc. 1919 South San Pedro Street Los Angeles, CA 90011		-					26,796.84
Account No.							
Celebrity Pink 1708 Gage Road Montebello, CA 90640		-					5,080.00
Sheet no. <u>7</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							35,618.88

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.								
Charlotte's Web 2160 Rail Road Avenue Livermore, CA 94550		-						34.00
Account No.								
China Direct World Sourcing 400 West Ocean Boulevard Unit 2104 Long Beach, CA 90802		-						54,129.00
Account No.								
Christopher Willes 1327 Walnut Encinitas, CA 92024		-						1,239.99
Account No.								
Cintas First Aid & Safety 5501 West Hadley Street Phoenix, AZ 85043		-						409.38
Account No.								
CitiCards		-						38.97
Sheet no. 8 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								
Subtotal (Total of this page)								55,851.34

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Cobian Corporation 1739 Melrose Drive Suite 101 San Marcos, CA 92078		-					7,247.76
Account No.							
Commercial Credit Reports, Inc 131 Saundersville Road Suite 110 Hendersonville, TN 37075		-					936.45
Account No.							
Concept One Accessories 119 West 40th Street New York, NY 10018		-					9,613.70
Account No.							
Corrupt Inc. 15235 Bluff View Street Fontana, CA 92336		-					22,060.00
Account No.							
Creative Clothing Connection 1236 Activity Drive Suite B Vista, CA 92081		-					1,000.00
Subtotal (Total of this page)							40,857.91

Sheet no. 9 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Daniel & Georgia La Porte 1220 17th Street Hermosa Beach, CA 90254		-					153,057.54
Account No.							
Daniel B Hamel Trustee of the Dan Hamel Trust 4206 Cass Street San Diego, CA 92109		-					40,000.00
Account No.							
Dara, Inc. 3216 South Broadway Los Angeles, CA 90007		-					8.61
Account No.							
Del Rio Marketing, Inc. dba Lowrider Clothing 202 East Palm Street Exeter, CA 93221		-					9,018.00
Account No.							
DG FastChannel, Inc. Post Office box 951392 Dallas, TX 75395		-					210.00
Subtotal (Total of this page)							202,294.15

Sheet no. 10 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Dino Manoli Electric 179 Village Run East Encinitas, CA 92024		-					140.00
Account No.							
DirectTV Post Office Box 60036 Los Angeles, CA 90060		-					10.44
Account No.							
Dollar Rent-A-Car Lockbox 404 Tulsa, OK 74182		-					1,248.27
Account No.							
Doug Lo 2505 2nd Avenue #128 Seattle, WA 98121		-					33.33
Account No.							
Dragon 5803 Newton Drive Suite C Carlsbad, CA 92008		-					44,340.23
Subtotal (Total of this page)							45,772.27

Sheet no. 11 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Drive Industries 760 Newton Way Costa Mesa, CA 92627		-					4,432.50
Account No.							
Duke Energy Post Office Box 70515 Charlotte, NC 28272		-					21.57
Account No.							
Eagle Canyon, Inc. dba Woodlake Design 1450 Broadway, Suite 1205 New York, NY 10018		-					6,945.24
Account No.							
Eastern Diamond, Inc. 1611 West Rosecrans Avenue Gardena, CA 90249		-					268,871.79
Account No.							
Electric Visual 1062 Calle Negocio Suite H San Clemente, CA 92673		-					104,781.99
Subtotal (Total of this page)							385,053.09

Sheet no. 12 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Epic Apparel & Board 13082 West Picadilly Street Boise, ID 83713		-					1,197.81
Account No.							
Factory Connection Racing, Inc 1620B Commerce Street Corona, CA 92880		-					119,436.90
Account No.							
Fairvilla Megastores 1740 No. Orange Blossom Trail Orlando, FL 32804		-					4,004.09
Account No.							
Fastrak Violation Processing Post Office Box 26925 San Francisco, CA 94126		-					74.00
Account No.							
Fear Factory 530 New Friendship Road Howell, NJ 07731		-					235.53
Subtotal (Total of this page)							124,948.33

Sheet no. 13 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
FedEx Post Office Box 7221 Pasadena, CA 91109		-					36.25
Account No.							
FedEx Freight 6411 Guadalupe Mines Road San Jose, CA 95120		-					137.95
Account No.							
Filtrate USA, LLC 1021 Calle Recondo San Clemente, CA 92673		-					2,731.97
Account No.							
Fire Protect Safety Services Post Office Box 1132 Cardiff by the Sea, CA 92007		-					616.98
Account No.							
Flud Watches 2167 2nd Avenue #3a New York, NY 10029		-					795.00
Sheet no. <u>14</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							4,318.15

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.				Trade Debt				
FMF International, Inc. 1812 Ashton Ave Carlsbad, CA 92006			-					230,658.75
Account No.								
Folter, Inc. 439 West Acacia Avenue Glendale, CA 91204			-					15,470.00
Account No.								
Fox Eyewear Oakley, Inc. File 55716 Los Angeles, CA 90074			-					23,887.50
Account No.								
Fresh Rags LLC 2330 Grand Avenue Long Beach, CA 90815			-					17,919.50
Account No.								
Friedman Stroffe & Gerard, PC 19800 Macarthur Boulevard Suite 1100 Irvine, CA 92612			-					3,269.03
Sheet no. <u>15</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								
Subtotal (Total of this page)								291,204.78

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Gallup Fire Protection Post Office Box 3597 San Clemente, CA 92674		-					350.00
Account No.							
GMK Enterprises 49780 Althea Court La Quinta, CA 92253		-					300.00
Account No.							
Gottschalk's c/o Management Associates Post Office box 913 Hackettstown, NJ 07840		-					3,731.05
Account No.							
Grand Forks Scheels Attn: Dannika Faken 1375 A South Columbia Road Grand Forks, ND 58201		-					625.00
Account No.							
GSM LLC Post Office Box 535189 Grand Prairie, TX 75053		-					407.56
Sheet no. <u>16</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							5,413.61

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Guaranteed Supplies, Inc. 450 Fairway Drive Suite 103 Deerfield Beach, FL 33441		-					533.02
Account No.							
Gurza Customs Brokerage 6605 Ordan Drive Mississauga, Ontario L5T 1X2		-					354.89
Account No.							
Hahm Motorsports Attn: Paul Hahm 125 East Ball Road Anaheim, CA 92805		-					1,776.68
Account No.							
Heather Moates 7223 Mimosa Carlsbad, CA 92009		-					255,561.36
Account No.							
Hidy Honda Powersports 2300 Heller Drive Dayton, OH 45434		-					31.50
Subtotal (Total of this page)							258,257.45

Sheet no. 17 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
High Voltage Bulbs, Inc. dba Light Bulbs Unlimited 245 North El Camino Real Oceanside, CA 92054		-					34.98
Account No.							
Hill Street Lock & Key 109 South Coast Highway Oceanside, CA 92054		-					256.09
Account No.							
Hipnotik Urban Wear 5097 Florence Avenue Bell, CA 90201		-					87.42
Account No.							
Hollywood Delivery Service 2828 South Willow Avenue Bloomington, CA 92316		-					225.42
Account No.							
Hostility Clothing 1220 Graphite Drive Corona, CA 92881		-					3,588.00
Subtotal (Total of this page)							4,191.91

Sheet no. 18 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
House of Power 4515 Babcock Street NE Palm Bay, FL 32905		-					1,191.48
Account No.							
Hoven Vision 30941 Silver Leaf Drive San Juan Capistrano, CA 92675		-					131,408.40
Account No.							
IKon Financial Services Post Office Box 650073 Dallas, TX 75265		-					20,610.89
Account No.							
Illicit Clothing Post Office Box 5864 Vista, CA 92085		-					24.00
Account No.							
Independent Trading Company 1341 Calle Avanzado San Clemente, CA 92673		-					59,863.03
Sheet no. <u>19</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							213,097.80

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
International Mfg Solutions 225 West 30th Street National City, CA 91950		-					42,486.63
Account No.							
IP Legal Advisors PC 1940 Garnet Avenue Suite 230 San Diego, CA 92109		-					4,463.51
Account No.							
J'Jamm Works 28362 Marguerite Parkway No. 24 Mission Viejo, CA 92692		-					534.21
Account No.							
Jakks Pacific, Inc. NW 5575 Post Office Box 1450 Minneapolis, MN 55485		-					2,878.47
Account No.							
James T. Waring & Kathy Waring Trustees of the Waring Family 7965 La Jolla Scenic Drive No. La Jolla, CA 92037	X	-	January 1, 2009 Note Payable				22,000.00
Sheet no. 20 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							72,362.82

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Jamie Middleton 8102 North Mummy Mountain Road Paradise Valley, AZ 85253-2242		-					365,063.92
Account No.							
JB Graphics, Inc. 6351 Yarrow Drive Suite H Carlsbad, CA 92008		-					1,339.50
Account No.							
JCor Communication Solutions 152 North Cedros Avenue Solana Beach, CA 92075		-					1,739.26
Account No.			August 24, 2010 Note Payable				
Jido & Juniar, Inc. 6214 Topiary Street Carlsbad, CA 92009		-					4,558,305.56
Account No.							
JMJE, Inc. 2502 Market Street Wilmington, NC 28403		-					648.00
<div> <div>Sheet no. <u>21</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims</div> <div>Subtotal (Total of this page)</div> </div>							4,927,096.24

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.								
Jules Berlin Agency Post Office Box 5588 Beverly Hills, CA 90209		-						3,638.00
Account No.								
Kaos Golf 26895 Aliso Creek Road Suite B-233 Aliso Viejo, CA 92656		-						5,261.00
Account No.								
Karen Sileo Post Office Box 2002 Vista, CA 92085		-						114,630.69
Account No.								
KForce Onstaff Group 1001 East La Palma Avenue Suite D Anaheim, CA 92806		-						1,846.67
Account No.								
Kick Brix 1316 67th Street Emeryville, CA 94608		-						376.20
Subtotal (Total of this page)								125,752.56

Sheet no. 22 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Kill It Clothing 3160 East La Palma Avenue Suite D Anaheim, CA 92806		-					0.00
Account No.							
Kwanglim America, Inc. 4221 Wilshire Boulevard #392 Los Angeles, CA 90010		-					615,638.60
Account No.							
La Jolla Group, Inc. 14350 Myford Road Irvine, CA 92606		-					332,787.08
Account No.							
Leader Mutual Freight System 19250 Van Ness Avenue Torrance, CA 90501		-					90.00
Account No.							
Lecompte Inc. 50 Wavecrest Avenue Suite 2 Venice, CA 90291		-					193.08
Subtotal (Total of this page)							948,708.76

Sheet no. 23 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Lexjet Post Office Box 300011 Duluth, GA 30096		-					5,434.85
Account No.							
LFP Apparel, LLC 9360 Penfield Avenue Chatsworth, CA 91311		-					272,695.91
Account No.							
Liquid Graphics Inc. 17822-C Gillette Boulevard Irvine, CA 92614		-					27.04
Account No.							
Lost Enterprises dba Dysfunctional Clothing 14350 Myford Road Irvine, CA 92606		-					7,993.23
Account No.							
Lovells Boesebeck Droste Marstallstrasse 8 80539 Munchen Germany GERMANY		-					1,564.78
Subtotal (Total of this page)							287,715.81

Sheet no. 24 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Mafioso Clothing 218 East Grand Avenue Suite 3 Escondido, CA 92025		-					5,331.00
Account No.							
Mailfinance Post Office Box 45850 San Francisco, CA 94145		-					1,386.24
Account No.							
Matt Maloy 1416 West Marvin Street Longwood, FL 32750		-					700.00
Account No.							
MBC Computer Service, Inc. 11112 Downs Road Pineville, NC 28134		-					150.00
Account No.							
McBee Systems, Inc. Post Office Box 88042 Chicago, IL 60680		-					75.84
Subtotal (Total of this page)							7,643.08

Sheet no. 25 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.								
Mek Denim dba DC Sales Group 1129 East 5th Street Los Angeles, CA 90013		-						4,002.00
Account No.								
Metal Malusha Clothing MM Compound LLC 14350 Myford Road Irvine, CA 92606		-						3,357.48
Account No.								
Metal X 1041 West 18th #A106 Costa Mesa, CA 92627		-						3,240.00
Account No.				September 1, 2008 Note Payable				
Michael L. Galardi 517 Ocean Bluff Encinitas, CA 92024	X	-						1,010,191.76
Account No.								
Michelle 1100 South San Pedro Street #A-2 Los Angeles, CA 90015		-						300.00
Sheet no. <u>26</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								Subtotal (Total of this page) 1,021,091.24

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Mikshag, Inc. 131 Avenida Victoria San Clemente, CA 92672		-					8,200.50
Account No.							
Mister G's 120 North Main Viroqua, WI 54665		-					192.00
Account No.							
Mob, Inc. Attn: Chad Schoeman 29763 Santa Maria Drive Sun City, CA 92587		-					5.30
Account No.							
Modern Data Products, Inc. 22122 Sherman Way Canoga Park, CA 91303		-					4,423.19
Account No.							
Morrison & Foerster LLP File No. 72497 Post Office Box 60000 San Francisco, CA 94160		-					4,082.42
Sheet no. <u>27</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							16,903.41

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898Debtor**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Motorbrands USA Post Office box 580 Sturbridge, MA 01566		-					9,946.00
Account No.							
Mount Holly Powersports Route 38 Lumberton, NJ 08048		-					61.42
Account No.							
MX No Fear US 2251 Faraday Avenue Suite A Carlsbad, CA 92008		-					1,047.00
Account No.							
Nautical Sports Center 2150 North Kiowa Avenue Suite A-100 Lake Havasu City, AZ 86405		-					78.00
Account No.							
NC Rate Bureau		-					1,901.00
Sheet no. <u>28</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							13,033.42

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Next Level Apparel 3128 Harcourt Street Compton, CA 90221		-					2,902.50
Account No.							
Nicole Moates 1901 Mead Lane Oklahoma City, OK 73170		-					1,060.64
Account No.							
Nitro Circus 14852 South Heritage Crest Way Suite D Riverton, UT 84065		-					2,797.57
Account No.							
Nu Image Components, Inc. 1290 Dodson Way Riverside, CA 92507		-					2,275.26
Account No.							
Oakley Inc. File 55716 Los Angeles, CA 90074		-					24,882.00
Sheet no. <u>29</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							33,917.97

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Olander Enterprise 1225 Puerta Del Sol #300 San Clemente, CA 92673		-					21,052.21
Account No.							
One Industries 12270 World Trade Drive Suite 103 San Diego, CA 92128		-					202,717.81
Account No.							
One Step Data 320 West Arden Suite 110 Glendale, CA 91203		-					250.00
Account No.							
Optimal Integrated Solutions 2260 Rutherford Road Suite 105 Carlsbad, CA 92008		-					214.00
Account No.							
Orange Twenty One No. America 2070 Las Palmas Drive Carlsbad, CA 92011		-					54,162.50
<div> <div>Sheet no. <u>30</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims</div> <div>Subtotal (Total of this page)</div> </div>							278,396.52

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Outdoor Products 4401 D Street NW Suite B Auburn, WA 98001		-					4,311.00
Account No.							
Outdoor Sports 9100 East Valley Road Prescott Valley, AZ 86314		-					704.50
Account No.			December 14, 2010 Guaranty to secure purchase orders by No Fear Retail Stores, Inc., to P-Max Apparel, Inc.				
P-Max Apparel Inc. 16 Technology No. 126 Irvine, CA 92618		-					24,200.63
Account No.							
Pacific Solutions, Inc. 970 West Broadway #E-285 Jackson, WY 83001		-					154.89
Account No.							
Paul Hunter 1812 Aston Avenue Carlsbad, CA 92008		-					1,912.50
Sheet no. <u>31</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							31,283.52

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Plastic Displays Manufacturing 3941 Park Drive Suite 20-310 El Dorado Hills, CA 95762		-					2,569.03
Account No.							
PQL 2285 Ward Avenue Simi Valley, CA 93065		-					80.06
Account No.							
Pre-Paid Legal Services, Inc. Post Office Box 2629 Ada, OK 74820		-					573.75
Account No.							
Premier Cylinder Exchange Post Office Box 6470 Oceanside, CA 92052		-					3,022.16
Account No.							
Price Waterhouse Coopers LLP 5375 Mira Sorrento Place San Diego, CA 92121		-					19,690.00
Subtotal (Total of this page)							25,935.00

Sheet no. 32 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Primedia 13266 Collection Center Drive Chicago, IL 60693		-					107.00
Account No.							
Pro Kart Indoor Racing 12500 Chowen Avenue Burnsville, MN 55306		-					57.10
Account No.							
Provantage 7249 Whipple Avenue NW North Canton, OH 44720		-					248.88
Account No.							
PSNC Energy Post Office Box 100256 Columbia, SC 29202		-					32.31
Account No.							
Qingdao Msa Eyewear Pkg Co Ltd 2-308 Shenghe Bldg No 58 Shandongtou Road, Laoshan Qingdao 266101		-					10,000.00
Sheet no. <u>33</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							10,445.29

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
QMX Motorsports 535-8 Highway 49 Jackson, CA 95642		-					212.12
Account No.							
Quantum Optics Lockbox 749784 Post Office box 749784 Los Angeles, CA 90074		-					32,058.68
Account No.							
Raymond L. Hamel Trustee Of The Ray Hamel Trust 1028 Pacific Beach Drive San Diego, CA 92109		-					40,000.00
Account No.							
Real Dirty Racing 1741 Pacific Coast Highway Suite B Lomita, CA 90717		-					837.00
Account No.							
Reeder Lu LLP 2121 Avenue Of The Stars Suite 950 Los Angeles, CA 90067		-					9,500.39
<div> <div>Sheet no. <u>34</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims</div> <div>Subtotal (Total of this page)</div> </div>							82,608.19

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Resource Marketing Post Office Box 231765 Encinitas, CA 92023		-					432.00
Account No.							
Road Champs, Inc. File 56444 Los Angeles, CA 90074		-					7,024.00
Account No.			Note Payable				
Rogers Sports Management Group dba Factory Direct Internation 337 S Main St Findlay, OH 45840		-					446,790.90
Account No.							
Rooster Group Attn: Kirk Brown 17280 No. Green Mountain Road San Antonio, TX 78247		-					21,298.24
Account No.							
Round 5 Corporation 2820 14th Avenue Suite 101 Markham ON L3R OS9		-					1,295.62
Sheet no. <u>35</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							476,840.76

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
RSM McGladery Inc. 5155 Payshere Circle Chicago, IL 60674		-					18,050.00
Account No.							
Scope Imports 6300 W Loop South Suite 100 Bellaire, TX 77401		-					6,996.00
Account No.							
Serigraphic Screen Printing 2505 Larson Street La Crosse, WI 54602		-					8,629.12
Account No.							
Shui dba Faisst Industries 37430 Applegate Road Murrieta, CA 92563		-					420.00
Account No.							
SIA.05 Registration Department 833 Alexandria, VA 22334		-					105.00
Sheet no. <u>36</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							34,200.12

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.								
Silver Triangle Industries 11211 Sorrento Valley Road Suite I San Diego, CA 92121		-						1,689,436.55
Account No.								
Skiva Graphics Screenprinting 2258 Rutherford Road Carlsbad, CA 92008		-						29,783.03
Account No.								
So. Cal Baby 2000 Corporate Drive #1324 Ladera Ranch, CA 92694		-						1,324.00
Account No.								
Sonette, Inc. dba Flexxfit LLC Post Office Box 30191 Charlotte, NC 28230		-						24.12
Account No.								
SPS Commerce 1450 Energy Park Drive Suite 127 Saint Paul, MN 55108		-						400.00
Sheet no. <u>37</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								
Subtotal (Total of this page)								1,720,967.70

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
SRH Productions 2826 La Miranda Drive Suite B Vista, CA 92083	X	-					327,186.23
Account No.							
Staples Business Advantage Department LA Post Office Box 83689 Chicago, IL 60696		-					16,107.09
Account No.							
Steel Mills 236 Inland Center Drive San Bernardino, CA 92408		-					2,884.83
Account No.							
Stetina Brunda Garred& Brucker 75 Enterprise Suite 250 Aliso Viejo, CA 92656		-					82,671.47
Account No.							
Stevie Wright		-					1,310.00
Sheet no. <u>38</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							430,159.62

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Suburban Noize 105 West Alameda Avenue Suite 230 Burbank, CA 91502		-					38,464.67
Account No.							
Sullen Clothing, Inc. 16291 Gothard Street Huntington Beach, CA 92647		-					481.50
Account No.							
Sun Glass Guy		-					285.00
Account No.							
Suntrust Bank Commerical Credit Services Box 4418 MC 0039 Atlanta, GA 30302		-					20,722.83
Account No.							
Super Trader, Inc. 1111 South Hill Street Third Floor Los Angeles, CA 90015		-					7,483.71
Subtotal (Total of this page)							67,437.71

Sheet no. 39 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Surburban Propane 1333 Berryhill Road Charlotte, NC 28208		-					3,287.15
Account No.							
TD Footwear LLC 7280 West Palmetto Park Road Suite 202n Boca Raton, FL 33433		-					2,101.40
Account No.							
Ted and Susan Samuelson 4720 84th Avenue SE Mercer Island, WA 98040		-					58.33
Account No.							
Time Warner Cable Post Office Box 60506 City of Industry, CA 91716		-					906.50
Account No.							
Total Funds by Hasler Post Office Box 894757 Los Angeles, CA 90189		-					7,554.79
Sheet no. <u>40</u> of <u>43</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							13,908.17
Subtotal (Total of this page)							13,908.17

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Tri-R Coffee & Vending Post Office Box 230875 Encinitas, CA 92023		-					4,864.55
Account No.							
Truth Industries 169 Radio Road Corona, CA 92879		-					36,457.84
Account No.							
UR Eternity 58-08 37th Avenue Woodside, NY 11377		-					937.50
Account No.							
Utopia Brands, Inc. 2270 Camino Vida Roble Suite N Carlsbad, CA 92011		-					469.00
Account No.							
Valu Display Post Office Box 2288 Whittier, CA 90610		-					220.23
Subtotal (Total of this page)							42,949.12

Sheet no. 41 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Varsity Contractors, Inc. Post Office Box 1692 Pocatello, ID 83204		-					4,480.00
Account No.							
Verizon Wireless Post Office Box 660108 Dallas, TX 75266		-					160.87
Account No.							
Virtual Graffiti, Inc. 9979 Muirlands Boulevard Irvine, CA 92618		-					1,547.43
Account No.							
W.O.R. International 15612 East First Street Baldwin Park, CA 91706		-					598.82
Account No.							
Waxie Sanitary Supply Post Office Box 81006 San Diego, CA 92138		-					1,051.65
Subtotal (Total of this page)							7,838.77

Sheet no. 42 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.								
Woodward 1 Automotive 24713 Crestview Court Farmington, MI 48335		-						1,988.55
Account No.								
Worldwide Dynasty dba Hip Hop Wholesale 20630 Superior Street Chatsworth, CA 91311		-						3,584.94
Account No.								
Xtreme Couture 1720 Apollo Court Seal Beach, CA 90740		-						1,773.54
Account No.								
Account No.								

Sheet no. 43 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

7,347.03

Total
(Report on Summary of Schedules)

13,262,588.36

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898Debtor**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Blaine Motorheadz LLC 225a Northtown Dr Minneapolis, MN 55434	License and Purchase Agreement, dated August 19, 2009, as amended
Blue Belly Studios 1812 Aston Ave Carlsbad, CA 92008	Graphic Design Services Agreement, dated April 28, 2010, as amended
Brands Holdings Limited Regent House 1-3 Queensway Redhill, Surrey RH1 1QT United Kingdom	Shareholders Agreement, dated October 2, 2005
Cobra-Blackmore 1811 Aston Ave Carlsbad, CA 92008	Standatd Industrial/Commercial Single-Tenant Lease - Net, dated February 21, 2007
Enterprise Fleet Services 6330 Marindustry Dr San Diego, CA 92121-2533	Lease for 2005 International Box Van
Exit West Enterprises, Inc 1760 Kaiser Ave Irvine, CA 92614	License and Purchase Agreement, dated December 9, 2009
Gatorz, Inc 1812 Aston Ave Carlsbad, CA 92008	Amended and Restated Share Exchange Agreement, dated December 3, 2009
Illicit Wear, Inc. 330 Sand Island Access Rd Ste 107 Honolulu, HI 96819	License and Purchase Agreement, Dated May 27, 2009, as amended
J.T.M.X., LLC 1812 Aston Ave Carlsbad, CA 92008	Asset and Stock Purchase Agreement, dated July 11, 2007
J2, LLC 1812 Aston Ave Carlsbad, CA 92008	Asset and Stock Purchase Agreement, dated July 11, 2007
Jeffrey Surwall 1812 Aston Ave Carlsbad, CA 92008	Asset and Stock Purchase Agreement, dated July 11, 2007

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Mazzei Inc. 1001 Higuera Street C San Luis Obispo, CA 93401	License and Purchase Agreement, dated August 19, 2009, as amended.
No Fear Int'l Ltd c/o Int'l Brands Mgmt Ltd Redhill, Surrey RH11 QT United Kingdom	Trade Mark and Intellectual Property Licence Agreement, dated October 2, 2005
No Fear MX, Inc 1812 Aston Ave Carlsbad, CA 92008	Asset and Stock Purchase Agreement, dated July 11, 2007
No Fear Retail Stores, Inc 1812 Aston Ave Carlsbad, CA 92008	Management Agreement, dated September 1, 2006
PepsiCo, Inc. 700 Anderson Hill Rd Purchase, NY 10577-1444	Amended and Restated License Agreement, dated January 1, 2006
Ralph's Sportswear LLC 1225 Rachel Circle Escondido, CA 92026	Trademark License Agreement, dated February 10, 2011
RPAC Racing, LLC 7065 Zephyr Place NW Concord, NC 28027	Lease Agreement for 7065 Zephyr Place, Concord, NC, dated December 1, 2009
Silver Triangle Industries 11211 Sorrento Valley Road Suite I San Diego, CA 92121	Trademark License Agreement, dated February 10, 2011

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898Debtor**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Boris Said, III 1437 Paint Mountain Rd Escondido, CA 92029 25% ownership interest in property	SunTrust Bank PO Box 79079 Baltimore, MD 21279-0079
Brian Simo 1218 Aston Ave Carlsbad, CA 92008 Personal Guarantor	Michael L. Galardi 517 Ocean Bluff Encinitas, CA 92024
Brian Simo 1812 Aston Ave Carlsbad, CA 92008	SunTrust Bank PO Box 79079 Baltimore, MD 21279-0079
Brian Simo 1812 Aston Ave Carlsbad, CA 92008	James T. Waring & Kathy Waring Trustees of the Waring Family 7965 La Jolla Scenic Drive No. La Jolla, CA 92037
Dale Earnhardt, Jr 1812 Aston St Carlsbad, CA 92008 25% ownership interest in property	SunTrust Bank PO Box 79079 Baltimore, MD 21279-0079
Mark Simo 1812 Aston Ave Carlsbad, CA 92008 Personal Guarantor	SunTrust Bank PO Box 79079 Baltimore, MD 21279-0079
Mark Simo 1812 Aston Ave Carlsbad, CA Personal Guarantor	SRH Productions 2826 La Miranda Drive Suite B Vista, CA 92083
Mark Simo 1812 Aston Ave Carlsbad, CA 92008 Personal Guarantor	Michael L. Galardi 517 Ocean Bluff Encinitas, CA 92024
Mark Simo 1812 Aston Ave Carlsbad, CA 92008	James T. Waring & Kathy Waring Trustees of the Waring Family 7965 La Jolla Scenic Drive No. La Jolla, CA 92037

B61 (Official Form 61) (12/07)

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor(s)

SCHEDULE I - CURRENT INCOME OF INDIVIDUAL DEBTOR(S)

The column labeled "Spouse" must be completed in all cases filed by joint debtors and by every married debtor, whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. Do not state the name of any minor child. The average monthly income calculated on this form may differ from the current monthly income calculated on Form 22A, 22B, or 22C.

Debtor's Marital Status:	DEPENDENTS OF DEBTOR AND SPOUSE	
	RELATIONSHIP(S): None.	AGE(S):
Employment:	DEBTOR	SPOUSE
Occupation		
Name of Employer		
How long employed		
Address of Employer		

INCOME: (Estimate of average or projected monthly income at time case filed)

1. Monthly gross wages, salary, and commissions (Prorate if not paid monthly)

DEBTOR	SPOUSE
\$ 0.00	\$ 0.00

2. Estimate monthly overtime

\$ 0.00	\$ 0.00
---------	---------

3. SUBTOTAL

\$ 0.00	\$ 0.00
---------	---------

4. LESS PAYROLL DEDUCTIONS

a. Payroll taxes and social security

\$ 0.00	\$ 0.00
---------	---------

b. Insurance

\$ 0.00	\$ 0.00
---------	---------

c. Union dues

\$ 0.00	\$ 0.00
---------	---------

d. Other (Specify):

\$ 0.00	\$ 0.00
---------	---------

\$ 0.00	\$ 0.00
---------	---------

5. SUBTOTAL OF PAYROLL DEDUCTIONS

\$ 0.00	\$ 0.00
---------	---------

6. TOTAL NET MONTHLY TAKE HOME PAY

\$ 0.00	\$ 0.00
---------	---------

7. Regular income from operation of business or profession or farm (Attach detailed statement)

\$ 0.00	\$ 0.00
---------	---------

8. Income from real property

\$ 0.00	\$ 0.00
---------	---------

9. Interest and dividends

\$ 0.00	\$ 0.00
---------	---------

10. Alimony, maintenance or support payments payable to the debtor for the debtor's use or that of dependents listed above

\$ 0.00	\$ 0.00
---------	---------

11. Social security or government assistance

(Specify):

\$ 0.00	\$ 0.00
---------	---------

\$ 0.00	\$ 0.00
---------	---------

12. Pension or retirement income

\$ 0.00	\$ 0.00
---------	---------

13. Other monthly income

(Specify):

\$ 0.00	\$ 0.00
---------	---------

\$ 0.00	\$ 0.00
---------	---------

14. SUBTOTAL OF LINES 7 THROUGH 13

\$ 0.00	\$ 0.00
---------	---------

15. AVERAGE MONTHLY INCOME (Add amounts shown on lines 6 and 14)

\$ 0.00	\$ 0.00
---------	---------

16. COMBINED AVERAGE MONTHLY INCOME: (Combine column totals from line 15)

\$ 0.00	\$ 0.00
---------	---------

(Report also on Summary of Schedules and, if applicable, on Statistical Summary of Certain Liabilities and Related Data)

17. Describe any increase or decrease in income reasonably anticipated to occur within the year following the filing of this document:

B6J (Official Form 6J) (12/07)

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor(s)

SCHEDULE J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)

Complete this schedule by estimating the average or projected monthly expenses of the debtor and the debtor's family at time case filed. Prorate any payments made bi-weekly, quarterly, semi-annually, or annually to show monthly rate. The average monthly expenses calculated on this form may differ from the deductions from income allowed on Form 22A or 22C.

☐ Check this box if a joint petition is filed and debtor's spouse maintains a separate household. Complete a separate schedule of expenditures labeled "Spouse."

1. Rent or home mortgage payment (include lot rented for mobile home)		\$	0.00
a. Are real estate taxes included?	Yes <u> </u> No <u>X</u>		
b. Is property insurance included?	Yes <u> </u> No <u>X</u>		
2. Utilities:		\$	0.00
a. Electricity and heating fuel		\$	0.00
b. Water and sewer		\$	0.00
c. Telephone		\$	0.00
d. Other		\$	0.00
3. Home maintenance (repairs and upkeep)		\$	0.00
4. Food		\$	0.00
5. Clothing		\$	0.00
6. Laundry and dry cleaning		\$	0.00
7. Medical and dental expenses		\$	0.00
8. Transportation (not including car payments)		\$	0.00
9. Recreation, clubs and entertainment, newspapers, magazines, etc.		\$	0.00
10. Charitable contributions		\$	0.00
11. Insurance (not deducted from wages or included in home mortgage payments)		\$	0.00
a. Homeowner's or renter's		\$	0.00
b. Life		\$	0.00
c. Health		\$	0.00
d. Auto		\$	0.00
e. Other		\$	0.00
12. Taxes (not deducted from wages or included in home mortgage payments)		\$	0.00
(Specify)		\$	0.00
13. Installment payments: (In chapter 11, 12, and 13 cases, do not list payments to be included in the plan)		\$	0.00
a. Auto		\$	0.00
b. Other		\$	0.00
c. Other		\$	0.00
14. Alimony, maintenance, and support paid to others		\$	0.00
15. Payments for support of additional dependents not living at your home		\$	0.00
16. Regular expenses from operation of business, profession, or farm (attach detailed statement)		\$	0.00
17. Other		\$	0.00
Other		\$	0.00
18. AVERAGE MONTHLY EXPENSES (Total lines 1-17. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)		\$	0.00
19. Describe any increase or decrease in expenditures reasonably anticipated to occur within the year following the filing of this document:			
20. STATEMENT OF MONTHLY NET INCOME			
a. Average monthly income from Line 15 of Schedule I		\$	0.00
b. Average monthly expenses from Line 18 above		\$	0.00
c. Monthly net income (a. minus b.)		\$	0.00

**United States Bankruptcy Court
Southern District of California**

In re SIMO HOLDINGS, INC., a California corporation

Debtor(s)

Case No. 11-02898Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None



State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$1,807,381.00	2011 YTD:
\$12,814,569.00	2010:
\$15,020,265.00	2009:

2. Income other than from employment or operation of business

None



State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CREDITORDATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

None



b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS/
TRANSFERSAMOUNT
PAID OR
VALUE OF
TRANSFERS
\$0.00AMOUNT STILL
OWING
\$0.00

See attachment to SOFA 3b

None



c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID
\$0.00AMOUNT STILL
OWING
\$0.00

See Attachment 3c

4. Suits and administrative proceedings, executions, garnishments and attachments

None



a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER
FMF Racing v. Simo Holdings, Inc.
Case No. 37-2010-00055973-CU-BC-NCNATURE OF
PROCEEDING
Breach of
ContractCOURT OR AGENCY
AND LOCATION
Superior Court of the State of California,
County of San Diego
325 South Melrose
Vista, CA 92081
North CountySTATUS OR
DISPOSITION
Writ of
Attachment
After Hearing
issued
September 17,
2010Jido & Juniar, Inc. v. Simo Holdings, Inc.
Case No. 37-2010-00062478-CU-BC-NCBreach of
Contracts,
Enforcement of
Promissory Note
and Enforcement
of Stock Pledge
AgreementSuperior Court of the State of California,
County of Los Angeles
North County Division, Vista Regional
Center
325 South Melrose Drive
Vista, CA 92081Filed
December 2,
2010

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

SIMO HOLDINGS, INC., ATTACHMENT TO SOFA 3b				
Check #	Check Date	Vendor Name	Payee Name	Check Amount
3723	12/7/2010	VESTAL WATCH INC	VESTAL WATCH INC	3,000.00
3724	12/13/2010	BORIS SAID	BORIS SAID	1,894.46
3725	12/13/2010	CHRISTOPHER WILLES	CHRISTOPHER WILLES	619.99
3726	12/13/2010	DANIEL & GEORGIA LA PORTE	DANIEL & GEORGIA LA PORTE	1,528.76
3727	12/13/2010	ELECTRIC	ELECTRIC	8,333.33
3728	12/13/2010	Jamie Middleton	Jamie Middleton	1,698.63
3729	12/13/2010	JAMES T WARING & KATHY WARING	JAMES T WARING & KATHY WARING	176.88
3730	12/13/2010	KAREN SILEO	KAREN SILEO	1,146.06
3731	12/13/2010	MICHAEL GALARDI	MICHAEL GALARDI	9,863.02
3732	12/13/2010	ONE INDUSTRIES	ONE INDUSTRIES	1,351.78
3734	12/15/2010	VESTAL WATCH INC	VESTAL WATCH INC	1,200.00
3739	12/15/2010	CANDYGIRL CREATIONZ	CANDYGIRL CREATIONZ	1,712.00
3740	12/15/2010	KALAN LP	KALAN LP	1,519.84
3741	12/15/2010	SHAWSHANK LEDZ INC	SHAWSHANK LEDZ INC	1,729.60
3742	12/27/2010	BORIS SAID	BORIS SAID	1,833.34
3743	12/27/2010	BORIS SAID	BORIS SAID	1,894.46
3744	12/27/2010	BORIS SAID	BORIS SAID	1,833.34
3745	12/27/2010	CHRISTOPHER WILLES	CHRISTOPHER WILLES	600.00
3746	12/27/2010	CHRISTOPHER WILLES	CHRISTOPHER WILLES	620.00
3747	12/27/2010	CHRISTOPHER WILLES	CHRISTOPHER WILLES	599.99
3748	12/27/2010	DANIEL & GEORGIA LA PORTE	DANIEL & GEORGIA LA PORTE	1,479.46
3749	12/27/2010	DANIEL & GEORGIA LA PORTE	DANIEL & GEORGIA LA PORTE	1,528.76
3750	12/27/2010	DANIEL & GEORGIA LA PORTE	DANIEL & GEORGIA LA PORTE	1,479.45
3751	12/27/2010	Jamie Middleton	Jamie Middleton	1,643.83
3752	12/27/2010	Jamie Middleton	Jamie Middleton	1,698.63
3753	12/27/2010	Jamie Middleton	Jamie Middleton	1,643.84
3754	12/27/2010	JAMES T WARING & KATHY WARING	JAMES T WARING & KATHY WARING	171.17
3755	12/27/2010	JAMES T WARING & KATHY WARING	JAMES T WARING & KATHY WARING	176.88
3756	12/27/2010	JAMES T WARING & KATHY WARING	JAMES T WARING & KATHY WARING	171.17
3757	12/27/2010	KAREN SILEO	KAREN SILEO	1,109.09
3758	12/27/2010	KAREN SILEO	KAREN SILEO	1,146.06
3759	12/27/2010	METAL MULISHA CLOTHING	METAL MULISHA CLOTHING	918.41
3760	12/27/2010	ONE INDUSTRIES	ONE INDUSTRIES	1,315.07
3761	12/27/2010	ONE INDUSTRIES	ONE INDUSTRIES	1,358.90
3762	12/27/2010	ONE INDUSTRIES	ONE INDUSTRIES	1,315.07
3763	12/27/2010	SRH PRODUCTIONS	SRH PRODUCTIONS	509.59
3764	12/27/2010	SRH PRODUCTIONS	SRH PRODUCTIONS	409.32
3765	12/27/2010	SRH PRODUCTIONS	SRH PRODUCTIONS	276.51
3766	12/27/2010	SRH PRODUCTIONS	SRH PRODUCTIONS	1,659.06
3767	12/27/2010	SRH PRODUCTIONS	SRH PRODUCTIONS	540.26
3768	1/4/2011	UPS SUPPLY CHAIN SOLUTIONS INC	UPS SUPPLY CHAIN SOLUTIONS INC	351.47
3769	1/12/2011	VIRTUAL GRAFFITI INC	VIRTUAL GRAFFITI INC	1,000.00
3777	1/18/2011	MICHAEL GALARDI	MICHAEL GALARDI	10,191.78
ACH011711	1/17/2011	DIRECT TV	DIRECT TV	164.63
3784	2/15/2011	LANDSBERG	LANDSBERG	3092.13

Simo Holdings
Attachment to SOFA 3c

Check Date	Check #	Payee Name	Check Amount	
3/3/2010	241981	BRIAN SIMO	16,758.64	Expenses
3/26/2010	1049	BRIAN SIMO	13,733.12	Expenses
4/26/2010	2249	BRIAN SIMO	4,620.00	Expenses
5/5/2010	2307	BRIAN SIMO	10,000.00	Expenses
5/14/2010	2394	BRIAN SIMO	7,000.00	Expenses
5/14/2010	2399	BRIAN SIMO	7,009.82	Expenses
6/4/2010	2579	BRIAN SIMO	7,475.38	Expenses
6/18/2010	2670	BRIAN SIMO	44,121.80	Expenses
7/8/2010	2838	BRIAN SIMO	5,166.58	Expenses
8/6/2010	3089	BRIAN SIMO	10,428.97	Expenses
8/19/2010	3365	BRIAN SIMO	31,438.55	Expenses
9/13/2010	3496	BRIAN SIMO	5,000.00	Expenses
9/20/2010	3526	BRIAN SIMO	10,000.00	Expenses
10/21/2010	3643	BRIAN SIMO	5,000.00	Expenses
10/21/2010	3644	BRIAN SIMO	5,000.00	Expenses
10/21/2010	3645	BRIAN SIMO	5,000.00	Expenses
10/21/2010	3646	BRIAN SIMO	2,476.99	Expenses
2/26/2010	1371	BRIAN SIMO	18,250.00	Payroll
3/12/2010	1373	BRIAN SIMO	18,301.52	Payroll
3/26/2010	1375	BRIAN SIMO	19,164.40	Payroll
4/9/2010	1377	BRIAN SIMO	19,110.00	Payroll
4/23/2010	1379	BRIAN SIMO	19,110.00	Payroll
5/7/2010	1381	BRIAN SIMO	19,110.00	Payroll
5/21/2010	1383	BRIAN SIMO	19,710.00	Payroll
6/4/2010	1385	BRIAN SIMO	19,710.00	Payroll
6/18/2010	1387	BRIAN SIMO	18,710.00	Payroll
7/2/2010	1389	BRIAN SIMO	18,710.00	Payroll
7/16/2010	1391	BRIAN SIMO	18,710.00	Payroll
7/30/2010	1393	BRIAN SIMO	18,710.00	Payroll
8/13/2010	1395	BRIAN SIMO	18,710.00	Payroll
8/27/2010	1400	BRIAN SIMO	18,724.50	Payroll
9/10/2010	1490	BRIAN SIMO	19,710.00	Payroll
9/24/2010	1402	BRIAN SIMO	17,739.00	Payroll
10/8/2010	1404	BRIAN SIMO	17,739.00	Payroll
10/22/2010	1406	BRIAN SIMO	17,739.00	Payroll
11/5/2010	1408	BRIAN SIMO	17,739.00	Payroll
6/8/2010	2590	KENNETH AURIGEMMA	191.98	Expenses
6/18/2010	2709	KENNETH AURIGEMMA	980.96	Expenses
2/26/2010	80001	KENNETH AURIGEMMA	3,312.49	Payroll
3/12/2010	100001	KENNETH AURIGEMMA	3,312.48	Payroll
3/26/2010	120001	KENNETH AURIGEMMA	3,312.48	Payroll

4/9/2010	140001 KENNETH AURIGEMMA	3,312.46	Payroll
4/23/2010	160001 KENNETH AURIGEMMA	3,312.48	Payroll
5/7/2010	180001 KENNETH AURIGEMMA	3,312.48	Payroll
5/21/2010	200001 KENNETH AURIGEMMA	3,312.47	Payroll
6/4/2010	220001 KENNETH AURIGEMMA	3,312.49	Payroll
6/18/2010	240001 KENNETH AURIGEMMA	3,312.48	Payroll
7/2/2010	1488 KENNETH AURIGEMMA	3,312.48	Payroll
7/16/2010	300001 KENNETH AURIGEMMA	3,312.47	Payroll
7/30/2010	1489 KENNETH AURIGEMMA	3,312.48	Payroll
8/13/2010	320001 KENNETH AURIGEMMA	3,312.48	Payroll
8/27/2010	340001 KENNETH AURIGEMMA	3,312.48	Payroll
9/10/2010	360001 KENNETH AURIGEMMA	3,312.48	Payroll
9/24/2010	380001 KENNETH AURIGEMMA	3,312.47	Payroll
10/8/2010	400001 KENNETH AURIGEMMA	3,312.48	Payroll
10/22/2010	1500 KENNETH AURIGEMMA	3,312.48	Payroll
11/5/2010	440001 KENNETH AURIGEMMA	3,361.04	Payroll
3/15/2010	242083 MARK SIMO	893.91	Interest
4/15/2010	2173 MARK SIMO	989.68	Interest
5/17/2010	2423 MARK SIMO	957.76	Interest
6/15/2010	2651 MARK SIMO	2,095.17	Interest
7/14/2010	2888 MARK SIMO	1,344.06	Interest
8/10/2010	3326 MARK SIMO	1,388.86	Interest
5/14/2010	2379 MARK SIMO	10,000.00	Note Payment
7/9/2010	2863 MARK SIMO	5,000.00	Note Payment
8/2/2010	3030 MARK SIMO	116,527.40	Note Payment
8/2/2010	3031 MARK SIMO	47,000.00	Note Payment
2/26/2010	1372 MARK SIMO	10,776.59	Payroll
3/12/2010	1374 MARK SIMO	10,776.59	Payroll
3/26/2010	1376 MARK SIMO	10,776.59	Payroll
4/9/2010	1378 MARK SIMO	10,776.59	Payroll
4/23/2010	1380 MARK SIMO	10,850.11	Payroll
5/7/2010	1382 MARK SIMO	11,814.99	Payroll
5/21/2010	1384 MARK SIMO	12,236.59	Payroll
6/4/2010	1386 MARK SIMO	12,236.59	Payroll
6/18/2010	1388 MARK SIMO	12,236.59	Payroll
7/2/2010	1390 MARK SIMO	12,236.59	Payroll
7/16/2010	1392 MARK SIMO	12,236.59	Payroll
7/30/2010	1394 MARK SIMO	12,236.59	Payroll
8/13/2010	1396 MARK SIMO	12,236.59	Payroll
8/27/2010	1399 MARK SIMO	12,236.59	Payroll
9/10/2010	1401 MARK SIMO	11,706.14	Payroll
9/24/2010	1403 MARK SIMO	11,175.69	Payroll
10/8/2010	1405 MARK SIMO	11,175.69	Payroll
10/22/2010	1407 MARK SIMO	11,175.69	Payroll
11/5/2010	1409 MARK SIMO	11,175.69	Payroll
4/15/2010	2182 MARK SIMO	17,685.55	Product
2/26/2010	241939 MARK SIMO	10,000.00	Reimbursment

6/1/2010	2524 MARK SIMO	17,929.05	Sale of Orange 21 Stock
6/18/2010	2669 MARK SIMO	23,693.75	Sale of Orange 21 Stock
4/16/2010	2210 PAUL HUNTER	944.49	Product
6/18/2010	2727 PAUL HUNTER	288.60	Product
3/3/2010	241980 SCOTT D. BENJAMIN	994.43	Expenses
4/30/2010	2284 SCOTT D. BENJAMIN	1,145.00	Expenses
5/17/2010	2430 SCOTT D. BENJAMIN	30.00	Expenses
7/23/2010	2945 SCOTT D. BENJAMIN	379.74	Expenses
2/26/2010	80002 SCOTT D. BENJAMIN	6,784.37	Payroll
3/12/2010	100002 SCOTT D. BENJAMIN	6,784.37	Payroll
3/26/2010	120002 SCOTT D. BENJAMIN	6,784.38	Payroll
4/9/2010	140002 SCOTT D. BENJAMIN	6,784.37	Payroll
4/23/2010	160002 SCOTT D. BENJAMIN	6,874.81	Payroll
5/7/2010	180002 SCOTT D. BENJAMIN	7,300.47	Payroll
5/21/2010	200002 SCOTT D. BENJAMIN	7,626.69	Payroll
6/4/2010	220002 SCOTT D. BENJAMIN	7,626.68	Payroll
6/18/2010	240002 SCOTT D. BENJAMIN	7,626.68	Payroll
7/2/2010	260002 SCOTT D. BENJAMIN	7,626.68	Payroll
7/16/2010	280001 SCOTT D. BENJAMIN	7,626.68	Payroll
7/30/2010	300002 SCOTT D. BENJAMIN	7,626.68	Payroll
8/13/2010	320002 SCOTT D. BENJAMIN	7,626.69	Payroll
8/27/2010	340002 SCOTT D. BENJAMIN	7,626.68	Payroll
9/10/2010	360002 SCOTT D. BENJAMIN	6,991.51	Payroll
9/24/2010	380002 SCOTT D. BENJAMIN	6,356.39	Payroll
10/8/2010	400002 SCOTT D. BENJAMIN	6,356.38	Payroll
10/22/2010	420002 SCOTT D. BENJAMIN	6,356.39	Payroll
11/5/2010	440002 SCOTT D. BENJAMIN	6,356.38	Payroll
3/3/2010	241984 TONI BAGHERI	276.70	Expenses
3/22/2010	1004 TONI BAGHERI	1,132.04	Expenses
7/23/2010	2948 TONI BAGHERI	3,049.86	Expenses
8/6/2010	3088 TONI BAGHERI	2,789.90	Expenses
3/15/2010	242081 TONI BAGHERI	191.78	Interest
4/15/2010	2172 TONI BAGHERI	212.32	Interest
5/17/2010	2422 TONI BAGHERI	205.48	Interest
6/15/2010	2645 TONI BAGHERI	212.33	Interest
7/14/2010	2887 TONI BAGHERI	205.48	Interest
8/6/2010	3066 TONI BAGHERI	253.43	Interest
8/6/2010	3065 TONI BAGHERI	25,000.00	Note Payment
2/26/2010	80038 TONI BAGHERI	1,385.41	Payroll
3/12/2010	77166 TONI BAGHERI	2,314.30	Payroll
3/12/2010	100038 TONI BAGHERI	1,385.40	Payroll
3/26/2010	120039 TONI BAGHERI	1,385.40	Payroll
4/9/2010	1005 TONI BAGHERI	4,023.23	Payroll
4/9/2010	140040 TONI BAGHERI	1,385.39	Payroll
4/23/2010	160040 TONI BAGHERI	1,385.39	Payroll
5/7/2010	1025 TONI BAGHERI	4,541.02	Payroll
5/7/2010	180038 TONI BAGHERI	1,385.39	Payroll

5/21/2010	200039 TONI BAGHERI	1,385.39	Payroll
6/4/2010	1037 TONI BAGHERI	2,554.63	Payroll
6/4/2010	220040 TONI BAGHERI	1,385.39	Payroll
6/18/2010	240038 TONI BAGHERI	1,385.40	Payroll
7/2/2010	260039 TONI BAGHERI	1,385.39	Payroll
7/16/2010	1097 TONI BAGHERI	2,322.35	Payroll
7/16/2010	1098 TONI BAGHERI	30.89	Payroll
7/16/2010	280040 TONI BAGHERI	1,385.39	Payroll
7/30/2010	300039 TONI BAGHERI	1,385.40	Payroll
8/13/2010	1059 TONI BAGHERI	1,872.60	Payroll
8/13/2010	320040 TONI BAGHERI	1,385.40	Payroll
8/27/2010	340040 TONI BAGHERI	1,385.40	Payroll
9/10/2010	1074 TONI BAGHERI	5.07	Payroll
9/10/2010	1075 TONI BAGHERI	1,936.09	Payroll
9/10/2010	360039 TONI BAGHERI	1,220.42	Payroll
10/8/2010	1101 TONI BAGHERI	2,055.87	Payroll
10/8/2010	380038 TONI BAGHERI	1,051.94	Payroll
10/8/2010	400038 TONI BAGHERI	1,051.94	Payroll
10/22/2010	420038 TONI BAGHERI	1,051.93	Payroll
11/5/2010	1128 TONI BAGHERI	196.78	Payroll
11/5/2010	440037 TONI BAGHERI	967.97	Payroll

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Dragon Alliance, LLC and Dragon Optical, Inc. v. No Fear, Inc.; Simo Holdings, Inc.; No Fear Retail Stores, Inc.; No Fear MX, Inc. Case No. 37-2011-00050083-CU-BC-NC	Breach of Contract	Superior Court of the State of California, County of San Diego North County Division 325 South Melrose Drive, Suite 1000 Vista, CA 92081	Filed January 5, 2011
Mark Nix and Dustin Ray, on behalf of themselves and all others similarly situated v. No Fear Retail Stores, Inc.; Simo Holdings, Inc., et al.	Class Action	Superior Court of the State of California, County of Los Angeles 111 North Hill Street Los Angeles, CA 90012	Filed July 28, 2010
Ultimate Brand Management, LLC v. No Fear, Inc.; Simo Holdings, Inc.; No Fear Retail Stores, Inc., et al. Case No. CV10-08453 SJO (PLAx)	Civil Action	United States District Court, Central District of California 312 North Spring Street Los Angeles, CA 90012	Filed
One Industries Corp. v. Simo Holdings, Inc., et al.; case no. 37-2011-00051562-CU-BC-NC	Civil Lawsuit	San Diego Superior Court	Pending
International Manufacturing Solutions Inc. v. No Fear, Inc.; case no. 37-2010-00080899-CU-BC-SC	Civil Lawsuit	San Diego Superior Court	pending

None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
FMF Racing & Don Emler 18033 South Santa Fe Avenue Compton, CA 90221	11/4/2010	\$19,576.24 seized from California Bank & Trust checking account
FMF Racing/Don Emler 18033 South Santa Fe Avenue Compton, CA 90221	11/4/11	\$39.37 seized from Marketing account at California Bank & Trust

5. Repossessions, foreclosures and returns

None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
SulmeyerKupetz	2/2/2011	\$25,000
333 South Hope Street, 35th Floor	2/4/2011	\$25,000
Los Angeles, CA 90071	2/8/2011	\$50,000
	SulmeyerKupetz was engaged by the three related Debtors as bankruptcy counsel prior to the Petition Date, and received \$150,000 in funds from the Debtors for all three cases.	\$50,000
	2/11/2011	

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Chase Bank	Operating Checking Account No. 1752	\$14,025.28 4/16/2010
Chase Bank	Operating Checking (Marketing) Account No. 9213	\$946.51 4/16/2010
Chase Bank	Zero Balance Accounts Nos. 1736 and 4601	\$0.00 4/16/2010

12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☒ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None



If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None



a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None



b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None



c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

18. Nature, location and name of business

None



a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NAME Simo Holdings, Inc.,	90-1037856	1812 Aston Ave. Carlsbad, CA 92008	The three related Debtors function together as a business enterprise that primarily involves the retail sale of casual apparel and accessories as well as protective motocross equipment and the licensing of intellectual property rights.	1990 to present

None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None ☒ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Kenneth Aurigemma
1812 Aston Ave
Carlsbad, CA 92008

DATES SERVICES RENDERED
2004 to present

Andrea Cooksley
1812 Aston Ave
Carlsbad, CA 92008

2003 to present

None ☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME
McGladrey and Pullen, LLP

ADDRESS
Certified Public Accountants
1455 Frazee Rd, Ste 600
San Diego, CA 92108

DATES SERVICES RENDERED
From 2007 to present

RSM McGladry, Inc

San Diego, CA 92108

From 2007 to present

None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME
Same as 19a

ADDRESS

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

See following:

DATE ISSUED

In connection with a failed reverse merger with Gatorz, Inc., No Frear Retail Stores, Inc., issued consolidated financial statements which were published on the SEDAR website of the Canadian Securities Administrators in 2010.

20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
3/1/2011	Gary Kopren	\$4,241,754.53 (includes consigned inventory of \$3,279,259.34)
8/20/2010	Gary Kopren	\$3,278,738.07 (includes consigned inventory of \$1,892,545.62)

- None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
3/1/2011	Kenneth Aurigemma 1812 Ashton Ave Carlsbad, CA 92008
8/20/2010	Kenneth Aurigemma 1812 Aston Ave Carlsbad, CA 92008

21 . Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Mark Simo 1812 Aston Ave Carlsbad, CA 92008	Chief Executive Officer and Director	Common stock - 38.20%
Brian Simo 1812 Aston Ave Carlsbad, CA 92008	President, Assistant Secretary and Director	Common stock - 37.15%
Scott Benjamin 1812 Aston Ave Carlsbad, CA 92008	Executive Vice President, Secretary, General Counsel and Director	
Ken Aurigemma 1812 Aston Ave Carlsbad, CA 92008	Chief Financial Officer	

NAME AND ADDRESS
Don R. Emler
18033 South Santa Fe
Compton, CA 90221

TITLE
Shareholder

NATURE AND PERCENTAGE
OF STOCK OWNERSHIP
Common Stock - 6.64%

22 . Former partners, officers, directors and shareholders

None
☐

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

None
☐

b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS

TITLE

DATE OF TERMINATION

23 . Withdrawals from a partnership or distributions by a corporation

None
☐

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS
OF RECIPIENT,
RELATIONSHIP TO DEBTOR

DATE AND PURPOSE
OF WITHDRAWAL

AMOUNT OF MONEY
OR DESCRIPTION AND
VALUE OF PROPERTY

24. Tax Consolidation Group.

None
☐

If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

None
☐

If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date March 28, 2011

Signature /s/ Mark Simo
Mark Simo
Chief Executive Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

United States Bankruptcy Court
Southern District of California

In re SIMO HOLDINGS, INC., a California corporation

Debtor

Case No. 11-02898Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Brian Simo	Common Stock	2,755,500	37.15%
Don R. Emler 18033 South Santa Fe Compton, CA 90221	Common Stock		6.64%
Mark Simo	Common Stock	2,833,235	38.20%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date March 28, 2011Signature /s/ Mark Simo

Mark Simo
Chief Executive Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of California**

In re SIMO HOLDINGS, INC., a California corporation

Debtor(s)

Case No. 11-02898

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for SIMO HOLDINGS, INC., a California corporation in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Brian Simo

Mark Simo

☐ None [*Check if applicable*]

March 28, 2011

Date

/s/ David S. Kupetz, Esq. (State Bar No.

David S. Kupetz, Esq. (State Bar No. 125062)

Signature of Attorney or Litigant

Counsel for SIMO HOLDINGS, INC., a California corporation

SulmeyerKupetz

333 South Hope Street

35th Floor

Los Angeles, CA 90071-1406

213.626.2311 Fax:213.629.4520

2/18/11 2:43PM

CSD 1801 [12/01/09]

Name, Address, Telephone No. & I.D. No.

David S. Kupetz, Esq. (State Bar No. 125062)

SulmeyerKupetz, A Professional Corporation

333 South Hope Street, 35th Floor

Los Angeles, CA 90071-1406

Telephone: (213) 626-2311; dkupetz@sulmeyerlaw.com

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF CALIFORNIA

325 West "F" Street, San Diego, California 92101-6991

In Re

SIMO HOLDINGS, INC., a California corporation

BANKRUPTCY NO.

Debtor.

DECLARATION RE: ELECTRONIC FILING OF
PETITION, SCHEDULES & STATEMENTS

PART I - DECLARATION OF PETITIONER

I [We] Mark Simo, Chief Executive Officer of Simo Holdings, Inc., the undersigned debtor(s), *hereby declare under penalty of perjury* that the information I have given my attorney and the information provided in the electronically filed petition, statements, and schedules is true and correct. I consent to my attorney sending my petition, this declaration, statements and schedules to the United States Bankruptcy Court. I understand that this DECLARATION RE: ELECTRONIC FILING is to be filed with the Clerk once all schedules have been filed electronically but, in no event, no later than 14 days following the date the petition was electronically filed. I understand that failure to file the signed original of this DECLARATION will cause my case to be dismissed pursuant to 11 U.S.C. § 707(a)(3) without further notice.

☐ [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of 11 United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter specified in this petition.

☒ [If petitioner is a corporation or partnership] I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter specified in this petition.

Dated: 2/24/11

Signed: 

Mark Simo, Chief Executive Officer
Simo Holdings, Inc.
(Applicant)

PART II - DECLARATION OF ATTORNEY

I declare under penalty of perjury that I have informed the petitioner, if an individual, that [he or she] may proceed under chapter 7, 11, 12 or 13 of Title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that I have no knowledge after an inquiry that the information in the schedules is incorrect.

Dated: _____

CSD 1801

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